

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3053568

The Registrar of Companies for England and Wales hereby certifies that
TRUSHELFCO (NO.2085) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

ELECTRA FLEMING GENERAL PARTNER C LIMITED

Given at Companies House, London, the 28th July 1995



C03053568R

L. Mills

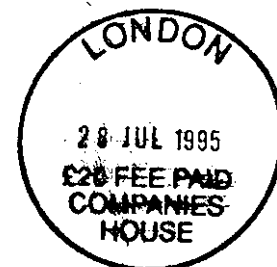
MRS L. MILLS

For The Registrar Of Companies



C O M P A N I E S H O U S E

No: 3053568



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO. 2085) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on *28 July* 1995 the following resolutions were passed, resolutions 1 and 2 as special resolutions and resolutions 3 and 4 as ordinary resolutions:-

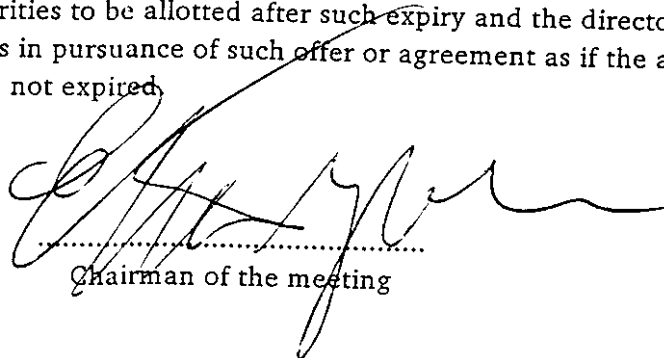
RESOLUTIONS

1. That the name of the Company be changed to Electra Fleming General Partner C Limited.
2. That the objects of the Company be altered by the deletion of sub-clause (B) of clause 3 of its memorandum of association and the substitution therefor of the following new sub-clauses:-
 - (B) To carry on business as a general partner, manager or investment manager, of limited partnerships and other collective investment schemes within the meaning of the Financial Services Act 1986 and to deal or invest in securities and other financial investments (whether for its own account or manager or investment manager), and to act as an investment or financial adviser and as a broker or sponsor to any such limited partnership or other collective investment scheme or any company or in relation to any issue and to carry on any other investment business within the meaning of the Financial Services Act 1986, and as such dealer, investor, broker or sponsor to, or to offer or agree to, subscribe for, underwrite, purchase or otherwise acquire and hold or sell, exercise, write or otherwise dispose of or place or make any public or other offer of, or of underwriting participations in, and to deal or arrange dealings in shares, stocks, bonds, certificates of deposit, commercial paper and other debentures, units in limited partnerships or collective investment schemes, warrants, commodities, financial or commodity futures, currencies, options, rights, obligations and all other securities or financial investments of any nature whatsoever or any right or interest therein (whether or not investments within the meaning of the Financial Services Act 1986)."

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- (C) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal in, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange;
- (D) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments or securities;
3. That the authorised share capital of the Company be increased to £1,000 by the creation of 900 additional Ordinary Shares of £1 each.
4. That, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £998 provided that this authority, unless renewed, shall expire on the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



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Chairman of the meeting